

**OSTER**  
**Researching Services**

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301-253-6040

18976-0  
FILED 142-  
OCT 6 1995 AM

October 6, 1995

Mr. Vernon Williams  
Secretary  
Interstate Commerce Commission  
12th & Constitution Avenue, N.W.  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recording with the Interstate Commerce Commission is a Partial Release dated 9/27/95 which terminates the following railcars from the Security Agreement dated 6/24/94 between Norwest Bank Minnesota, N.A. as Secured Party and NorRail, Inc. as Debtor, ICC Recordation #18976:

72, XM Boxcars  
ALAB 013000-013098, N.I.

Please record this agreement as a secondary document to ICC Recordation #18976. The filing fee of \$21 is enclosed.

Thank you for your assistance.

Sincerely,

*Mary Ann Oster*

Mary Ann Oster  
Research Consultant

Enclosure

*Counterpart - Mary Ann Oster*

PARTIAL RELEASE

This Partial Release is dated as of the 27<sup>th</sup> day of September, 1995, by NORWEST BANK MINNESOTA, NATIONAL ASSOCIATION (the "Secured Party") to and for the benefit of NORRALL, INC. (the "Owner").

The Owner entered into a Security Agreement with the Secured Party dated June 24, 1994 (the "Security Agreement"), which Security Agreement was filed and recorded with the Interstate Commerce Commission pursuant to the provisions of Section 11303 of the Interstate Commerce Act on September 8, 1994 at 3:45 p.m. and was assigned recordation number 18976.

The Security Agreement covers, among other things, each and every railroad car of every type, kind, name or description now owned or hereafter acquired by the Owner.

The Owner has requested that the Secured Party release from the lien and security interest granted pursuant to the Security Agreement certain specified railroad cars and the Secured Party has agreed to do so.

ACCORDINGLY, the Secured Party hereby releases, terminates, discharges and satisfies its security interest in those certain railroad cars identified and described below:

- |                 |                 |                 |
|-----------------|-----------------|-----------------|
| 1. ALAB 013000  | 25. ALAB 013032 | 49. ALAB 013068 |
| 2. ALAB 013001  | 26. ALAB 013033 | 50. ALAB 013070 |
| 3. ALAB 013003  | 27. ALAB 013036 | 51. ALAB 013072 |
| 4. ALAB 013004  | 28. ALAB 013038 | 52. ALAB 013073 |
| 5. ALAB 013007  | 29. ALAB 013039 | 53. ALAB 013074 |
| 6. ALAB 013008  | 30. ALAB 013040 | 54. ALAB 013075 |
| 7. ALAB 013011  | 31. ALAB 013044 | 55. ALAB 013076 |
| 8. ALAB 013012  | 32. ALAB 013046 | 56. ALAB 013077 |
| 9. ALAB 013013  | 33. ALAB 013047 | 57. ALAB 013078 |
| 10. ALAB 013014 | 34. ALAB 013048 | 58. ALAB 013079 |
| 11. ALAB 013016 | 35. ALAB 013049 | 59. ALAB 013080 |
| 12. ALAB 013017 | 36. ALAB 013051 | 60. ALAB 013081 |
| 13. ALAB 013018 | 37. ALAB 013052 | 61. ALAB 013082 |
| 14. ALAB 013019 | 38. ALAB 013053 | 62. ALAB 013083 |
| 15. ALAB 013020 | 39. ALAB 013054 | 63. ALAB 013087 |
| 16. ALAB 013021 | 40. ALAB 013056 | 64. ALAB 013088 |
| 17. ALAB 013022 | 41. ALAB 013057 | 65. ALAB 013089 |
| 18. ALAB 013023 | 42. ALAB 013058 | 66. ALAB 013090 |
| 19. ALAB 013024 | 43. ALAB 013059 | 67. ALAB 013091 |
| 20. ALAB 013025 | 44. ALAB 013060 | 68. ALAB 013094 |
| 21. ALAB 013027 | 45. ALAB 013061 | 69. ALAB 013095 |
| 22. ALAB 013029 | 46. ALAB 013064 | 70. ALAB 013096 |
| 23. ALAB 013030 | 47. ALAB 013065 | 71. ALAB 013097 |
| 24. ALAB 013031 | 48. ALAB 013066 | 72. ALAB 013098 |

The Secured Party's security interest in property of the Owner not described above shall remain in full force and effect.

IN WITNESS WHEREOF, the Secured Party has executed this Partial Release of the day and year first above written.

NORWEST BANK MINNESOTA,  
NATIONAL ASSOCIATION

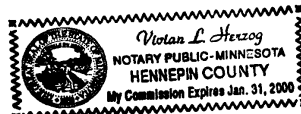
By [Signature]  
Its VP

STATE OF MINNESOTA )

) ss.  
COUNTY OF HENNEPIN )

The foregoing instrument was acknowledged before me this 27 day of September, 1995, by Norwest Bank Minnesota, National Association, a national banking association, on behalf of such association.

[Signature]  
Notary Public  
MKK11ABA.WP5



STATE OF MINNESOTA

)

) ss.

COUNTY OF WRIGHT

)

AFFIDAVIT

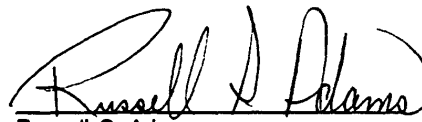
Russell S. Adams, being first duly sworn, on oath states the following:

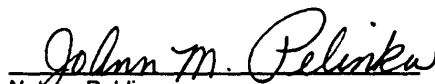
1. He is the Vice President - Sales of NorRail, Inc., a Minnesota corporation ("NorRail"), in that capacity has personal knowledge of the statements made in this Affidavit, and he makes this Affidavit on behalf of NorRail.
2. NorRail acquired the railcars identified on Exhibit A which is attached to and by this reference made a part of this Affidavit.
3. As of the time of NorRail's acquisition of those railcars, their marks were as stated in the column on Exhibit A entitled "Prior Car Marks."
4. Hugh Tarbutton, the prior owner of the railcars, reported to the Association of American Railroads, Operations and Maintenance Department both the fact of NorRail's purchase of the equipment identified on Exhibit A as of April 17, 1995, and that equipment had been re-marked to have the new Unit Marks identified with respect to each railcar on Exhibit A in the column entitled "New Car Marks."
5. Only the letter markings changed on the railcars. The numerical markings were not changed.

Further your affiant saith not.

Dated: September 25, 1995.

Subscribed and sworn to before me  
this 25<sup>th</sup> day of September, 1995.

  
Russell S. Adams

  
Notary Public

STATE OF MINNESOTA

)

) ss.

COUNTY OF WRIGHT

)

On this 25<sup>th</sup> day of September, 1995, before me personally appeared Russell S. Adams, to me personally known, who being by me duly sworn, says that he is the Vice President - Sales of NorRail, Inc., a Minnesota corporation, and that the foregoing instrument was signed on behalf of NorRail, Inc. by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of NorRail, Inc.



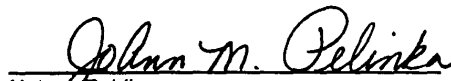
  
Notary Public

EXHIBIT A TO AFFIDAVIT OF RUSSELL S. ADAMS

CAR NUMBERS

<u>Previous Car Number</u>				<u>New Car Number</u>			
1.	SAN013000	37.	SAN013052	1.	ALAB013000	37.	ALAB013052
2.	SAN013001	38.	SAN013053	2.	ALAB013001	38.	ALAB013053
3.	SAN013003	39.	SAN013054	3.	ALAB013003	39.	ALAB013054
4.	SAN013004	40.	SAN013056	4.	ALAB013004	40.	ALAB013056
5.	SAN013007	41.	SAN013057	5.	ALAB013007	41.	ALAB013057
6.	SAN013008	42.	SAN013058	6.	ALAB013008	42.	ALAB013058
7.	SAN013011	43.	SAN013059	7.	ALAB013011	43.	ALAB013059
8.	SAN013012	44.	SAN013060	8.	ALAB013012	44.	ALAB013060
9.	SAN013013	45.	SAN013061	9.	ALAB013013	45.	ALAB013061
10.	SAN013014	46.	SAN013064	10.	ALAB013014	46.	ALAB013064
11.	SAN013016	47.	SAN013065	11.	ALAB013016	47.	ALAB013065
12.	SAN013017	48.	SAN013066	12.	ALAB013017	48.	ALAB013066
13.	SAN013018	49.	SAN013068	13.	ALAB013018	49.	ALAB013068
14.	SAN013019	50.	SAN013070	14.	ALAB013019	50.	ALAB013070
15.	SAN013020	51.	SAN013072	15.	ALAB013020	51.	ALAB013072
16.	SAN013021	52.	SAN013073	16.	ALAB013021	52.	ALAB013073
17.	SAN013022	53.	SAN013074	17.	ALAB013022	53.	ALAB013074
18.	SAN013023	54.	SAN013075	18.	ALAB013023	54.	ALAB013075
19.	SAN013024	55.	SAN013076	19.	ALAB013024	55.	ALAB013076
20.	SAN013025	56.	SAN013077	20.	ALAB013025	56.	ALAB013077
21.	SAN013027	57.	SAN013078	21.	ALAB013027	57.	ALAB013078
22.	SAN013029	58.	SAN013079	22.	ALAB013029	58.	ALAB013079
23.	SAN013030	59.	SAN013080	23.	ALAB013030	59.	ALAB013080
24.	SAN013031	60.	SAN013081	24.	ALAB013031	60.	ALAB013081
25.	SAN013032	61.	SAN013082	25.	ALAB013032	61.	ALAB013082
26.	SAN013033	62.	SAN013083	26.	ALAB013033	62.	ALAB013083
27.	SAN013036	63.	SAN013087	27.	ALAB013036	63.	ALAB013087
28.	SAN013038	64.	SAN013088	28.	ALAB013038	64.	ALAB013088
29.	SAN013039	65.	SAN013089	29.	ALAB013039	65.	ALAB013089
30.	SAN013040	66.	SAN013090	30.	ALAB013040	66.	ALAB013090
31.	SAN013044	67.	SAN013091	31.	ALAB013044	67.	ALAB013091
32.	SAN013046	68.	SAN013094	32.	ALAB013046	68.	ALAB013094
33.	SAN013047	69.	SAN013095	33.	ALAB013047	69.	ALAB013095
34.	SAN013048	70.	SAN013096	34.	ALAB013048	70.	ALAB013096
35.	SAN013049	71.	SAN013097	35.	ALAB013049	71.	ALAB013097
36.	SAN013051	72.	SAN013098	36.	ALAB013051	72.	ALAB013098